

**Schedule "A"**  
**Form of Monitor's Certificate**

Court File No. CV-13-10009-00CL

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**COMMERCIAL LIST**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT  
OF THE JOHN FORSYTH SHIRT COMPANY LTD., FORSYTH HOLDINGS, INC.  
and FORSYTH OF CANADA, INC.

APPLICATION UNDER THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED

**MONITOR'S CERTIFICATE**  
**(Personal Property)**

**RECITALS**

A. Pursuant to an Order of the Honourable Mr. Justice Wilton-Siegel of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated February 22, 2013 (the "**Initial Order**"), The John Forsyth Shirt Company Ltd., Forsyth Holdings, Inc. and Forsyth of Canada, Inc. (collectively, the "**Applicants**") were declared companies to which the *Companies' Creditors Arrangement Act* applied and BDO Canada Limited ("**BDO**") was appointed as the Court-appointed Monitor of the Applicants (in such capacity, the "**Monitor**").

B. Pursuant to an Order of the Court dated May 13, 2014 (the "**Approval and Vesting Order (Personal Property)**"), the Court approved the asset purchase agreement among The John Forsyth Shirt Company Ltd. and Forsyth of Canada, Inc. (collectively, the "**Vendors**"), as vendors, and 2414395 Ontario Inc. (the "**Canadian Purchaser**") and Forsyth U.S. Acquisition

Company Inc. (the "US Purchaser" and, together with the Canadian Purchaser, the "Purchasers"), as purchasers, dated May 5, 2014 (the "APA"), and provided for the vesting in the Purchasers of the Vendors' right, title and interest in and to the Personal Property Assets (as defined in the Approval and Vesting Order (Personal Property)), which vesting is to be effective with respect to the Personal Property Assets upon the delivery by the Monitor to the Purchasers of a certificate confirming: (i) the Purchasers have satisfied the Purchase Price for the Personal Property Assets pursuant to the APA; (ii) the conditions to Closing as set out in the APA have been satisfied or waived by the Vendors and the Purchasers; and (iii) the Transaction in respect of the Personal Property Assets has been completed to the satisfaction of the Monitor.

C. Unless otherwise indicated herein, capitalized terms shall have the meanings ascribed to them in the APA.

**THE MONITOR CERTIFIES** the following:

1. the Purchasers have satisfied the Purchase Price for the Personal Property Assets pursuant to the APA;
2. the conditions to Closing as set out in the APA have been satisfied or waived by the Vendors and the Purchasers;
3. the Transaction in respect of the Personal Property Assets has been completed to the satisfaction of the Monitor; and
4. this Certificate was delivered by the Monitor at 4:10 on MAY 20, 2014.  
PM

**BDO CANADA LIMITED**, in its capacity as the Court-appointed Monitor of The John Forsyth Shirt Company Ltd., Forsyth Holdings, Inc. and Forsyth of Canada, Inc., and not in its personal capacity

Per: *Blair Davidson*  
*for* Name: Blair Davidson  
Title: President



IN THE MATTER OF  
THE JOHN FORSYTH SHIRT COMPANY LTD. et al.  
Applicants

Court File No. CV-13-10009-00CL

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PROCEEDING COMMENCED AT  
TORONTO

**MONITOR'S CERTIFICATE  
(Personal Property)**

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